

# EXHIBIT

# Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GOOGLE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GOOGLE INC." TO "GOOGLE LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2017, AT 12:42 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.*

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

3582691 8100V  
SR# 20176403570

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203316782  
Date: 09-29-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:42 PM 09/29/2017  
FILED 12:42 PM 09/29/2017  
SR 20176403570 - File Number 3582691

CERTIFICATE OF CONVERSION  
OF  
GOOGLE INC.  
(a Delaware corporation)  
TO  
GOOGLE LLC  
(a Delaware limited liability company)

This Certificate of Conversion is being filed in accordance with the provisions of 6 Del. C. § 18-214 to convert Google Inc., a Delaware corporation (the “**Corporation**”), to Google LLC, a Delaware limited liability company, and the undersigned does hereby certify as follows:

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware.
2. The Corporation was first incorporated in the State of Delaware on October 22, 2002.
3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion was Google Inc.
4. The name of the limited liability company as set forth in the attached Certificate of Formation is Google LLC.
5. The effective time of the conversion of the Corporation into a Delaware limited liability company pursuant to and in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act is 11:59 PM EDT on September 30, 2017 (the “**Effective Time**”).

IN WITNESS WHEREOF, the undersigned, as an authorized officer, has executed this Certificate of Conversion.

**GOOGLE INC.**

By: /s/ Kenneth H. Yi  
Name: Kenneth H. Yi  
Title: Assistant Secretary